

**DRAFT: May 1, 1995**

**AMERICA ONLINE, INC.**

**MERGER OF**

**AOL ACQUISITION CORP.**

**with and into**

**WIDE AREA INFORMATION SERVERS, INC.**

**May \_\_, 1995**

**SUMMARY OF INDEX OF DOCUMENTS**

**Part**

**Document  
Numbers**

- I. Definitive Agreements
- II. Closing
- III. Corporate Proceedings
- IV. Miscellaneous
- V. Post-Closing Matters

## DEFINITIONS USED IN INDEX OF DOCUMENTS

<u>Accountants</u>	Ernst & Young, independent accountants for AOL.
<u>AOL</u>	America Online, Inc., a Delaware corporation.
<u>Closing Date</u>	May ___, 1995
<u>Department</u>	California Department of Corporations.
<u>Escrow Agent</u>	NationsBank, N.A.
<u>F&amp;W</u>	Fenwick & West, counsel for AOL.
<u>Merger</u>	Merger of Sub with and into WAIS.
<u>NASDAQ</u>	The National Association of Securities Dealers Automated Quotation Systems.
<u>Plan</u>	Agreement and Plan of Reorganization dated as of May ___, 1995 by and among WAIS, AOL and Sub.
<u>SEC</u>	Securities and Exchange Commission.
<u>Sub</u>	AOL Acquisition Corp., a California corporation and wholly owned subsidiary of AOL.
<u>Transfer Agent</u>	Chemical Bank.
<u>WAIS</u>	Wide Area Information Servers, Inc., a California corporation.
<u>WSGR</u>	Wilson, Sonsini, Goodrich & Rosati, P.C., counsel for WAIS.

## PART I

### DEFINITIVE AGREEMENTS

<u>Document</u>	<u>Document Number</u>
Agreement and Plan of Reorganization dated as of May __, 1995, including exhibits and schedules thereto (the "Plan"). [F&W]	1
WAIS' Schedule of Exceptions. [WSGR]	2
Agreement of Merger and Officer's Certificates as filed with the California Secretary of State effective May __, 1995. [F&W]	3
Escrow Agreement dated as of May __, 1995 among AOL, WAIS, Brewster Kahle, as representative of the WAIS Shareholders, and Escrow Agent. [F&W]	4
WAIS Affiliates Agreements among AOL, WAIS and the affiliates listed below: [F&W]	5
[TO COME]	
AOL Affiliates Agreements between AOL and the AOL affiliates listed below: [F&W]	6
[TO COME]	
Continuity of Interest Certificate for Common Shareholders pursuant to Section 8.11 of the Plan [F&W]	7
Registration Rights Agreement [AOL, F&W]	8
Noncompetition and Nonsolicitation Agreements dated as of May __, 1995 between AOL and each of the persons listed below: [F&W]	9
<ul style="list-style-type: none"> <li>- Brewster Kahle</li> <li>- Bruce Gilliat</li> <li>- Harry Morris</li> </ul>	
Letter of Instruction for Issuance of Shares, dated as of May __, 1995 between AOL and Transfer Agent. [F&W]	10
Non-Qualified Stock Option Grant Agreements, dated May __, 1995, between AOL and each of the following persons listed below with respect to the Additional AOL Options: [F&W]	11
<ul style="list-style-type: none"> <li>- Brewster Kahle</li> <li>- Current employees at March 17, 1995 remaining employed at the Closing Date</li> <li>- New employees hired after March 17, 1995 and remaining employed at the Closing Date</li> </ul>	

America Online, Inc. 1992 Employee, Director and Consultant Stock Option Plan. [AOL's plan. No drafting or negotiations required.]	12
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Investor Representation Agreements from: [F&W]	13
- Brewster Kahle	
- WS Investment Co. 95A	
- Allen L. Morgan	

## PART II CLOSING

(Unless otherwise indicated all documents  
appearing under this heading are dated  
May \_\_\_, 1995)

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Certificate of Officer of WAIS on certain tax matters delivered pursuant to Section 1.7 of the Plan. [F&W]	15
Certificate of Officer of AOL and Sub regarding accuracy of representations and warranties and performance of covenants delivered pursuant to Sections 7.1 and 7.2 of the Plan. [F&W]	16
Certificate of Officer of WAIS regarding accuracy of representations and warranties and performance of covenants delivered pursuant to Sections 8.1 and 8.2 of the Plan. [F&W]	17
Opinion of WSGR delivered to AOL pursuant to Section 8.5 of the Plan. [WSGR]	18
WAIS Management Certificate delivered to WSGR regarding WSGR opinion. [WSGR]	19
Opinion of Accountants delivered pursuant to Sections 7.8 and 8.9 of the Plan regarding treatment of the Merger as of a "Pooling of Interests." [Accountants]	20
Opinion of F&W delivered to WAIS pursuant to Section 7.7 of the Plan. [F&W]	21
AOL Management Certificate delivered to F&W regarding F&W's opinion. [F&W]	22
Opinion of AOL delivered to WAIS pursuant to Section 7.7 of the Plan. [AOL]	23
Certificate of Good Standing of AOL from Delaware (5/___/95). [F&W]	24
Certificate of Good Standing of WAIS from California (5/___/95). [WSGR]	25
Certificate of Good Standing of Sub from California (5/___/95). [F&W]	26

### PART III

#### CORPORATE PROCEEDINGS

Unanimous Written Consent of the Board of Directors of WAIS dated May ___, 1995. [WSGR]	27
Resolutions adopted at a Meeting of the Board of Directors of AOL held on May ___, 1995. [AOL]	28
Unanimous Written Consent of Board of Directors of Sub dated as of May ___, 1995. [F&W]	29
Unanimous Written Consent of Shareholders of WAIS dated May ___, 1995. [WSGR]	30
Written Consent of the Sole Shareholder of Sub dated May ___, 1995. [F&W]	31

### PART IV

#### MISCELLANEOUS

[Press Release dated May ___, 1995 announcing signing of Plan.] [AOL, WAIS]	32
[Press Release dated May ___, 1995 announcing completion of Merger.] [AOL,WAIS]	33
Letter dated May ___, 1995 from AOL to holders of WAIS options regarding exchange of options for AOL Common Stock. [WSGR]	34
AOL Closing Price. [AOL, Accountants?]	35
Articles of Incorporation of Sub. [F&W]	36
Organizational Resolutions of Sub dated May ___, 1995. [F&W]	37
Listing of Additional Shares with NASDAQ and Notification pursuant to SEC Rule 10b-17 dated May ___, 1995. [AOL]	38
Tax Clearance Certificate from California Franchise Tax Board with respect to Sub. [F&W]	39

## PART V

### POST-CLOSING MATTERS

Form D filed with the SEC on _____, 1995. [F&W]	40
Form S-8 filed with the SEC [and NASDAQ] on _____, 1995 with respect to AOL shares issuable upon exercise of WAIS options assumed by AOL and of Additional AOL Options. [AOL]	41